



First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214  
Tel 847 318-7575  
Fax 847 318-7588

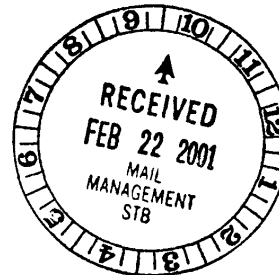
VIA UPS NEXT DAY AIR

February 21, 2001

RECORDATION NO. 21456-D FILED

FEB 26 '01 18-48 AM

SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated October 11, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 21456.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Allied Enterprises, Inc.  
306 E. Emma Road  
Springdale, AR 72764

A description of the railroad equipment covered by the enclosed document is fifteen (15), 73 foot, centerbeam flat cars, with car numbers AM 1345-1359, inclusive.

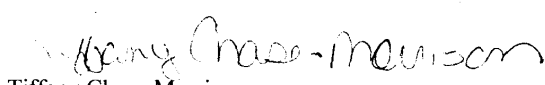
A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Allied Enterprises, Inc., Lessee, covering 15, 73 foot, centerbeam flat cars, with car numbers AM 1345-1359, inclusive.

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

  
Tiffany Chase-Morrison  
Manager of Documentation

Enclosures

(ALEN007)

ASSGN. NO.: ALEN007

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11<sup>th</sup> day of October, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Allied Enterprises, Inc. ("Lessee"), a Tennessee corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 1, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 8, 2000, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dombrowski  
Name: K.A. DOMBROWSKI  
Title: DIRECTOR OF DOCUMENTATION  
Executed on this 11<sup>th</sup> day of Oct., 2000.

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

[CORPORATE SEAL]

RECORDATION NO. 21456-0 FILED

FEB 26 '01 18-48 AM

SURFACE TRANSPORTATION BOARD

STATE OF ILLINOIS  
COUNTY OF COOK

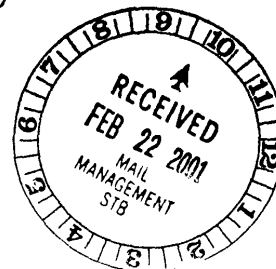
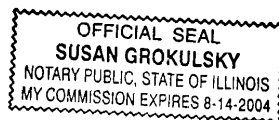
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11<sup>th</sup> day of October, 2000.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



LESSEE:

ALLIED ENTERPRISES, INC.

By: Laurence P Bouchet

Name: LARRY BOUCHET

Title: PRESIDENT

ATTEST:

By: [Signature]

Name: STEVEN HENDRICKS

Title: FLEET MANAGER

Executed on this 27 day of September, 2000.

[CORPORATE SEAL]

STATE OF Arkansas

COUNTY OF WASHINGTON

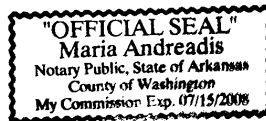
I, MARIA S Andreadis, a Notary Public of the County and State aforesaid, certify that Laurence P Bouchet personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27 day of September, 2000.

Maria Andreadis  
Notary Public

Commission Expires:

7/15/2008  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Fifteen (15)

DESCRIPTION OF CARS:   73 ft. centerbeam flat cars

CAR NUMBERS:           See below:

AM	1345
AM	1346
AM	1347
AM	1348
AM	1349
AM	1350
AM	1351
AM	1352
AM	1353
AM	1354
AM	1355
AM	1356
AM	1357
AM	1358
AM	1359